

# MAHADEV DESAI ASSOCIATES

Chartered Accountants

102, 'A' Wing Shubham Premises Co-Operative Society Ltd., Cardinal Gracious Road, Chakala, Andheri (E), Mumbai - 400 099.

Tel. Off.: +91 22 28245625, +91 22 40055625 EMAIL : mtdesaica@gmail.com.

## CONSOLIDATED SCRUTINIZER'S REPORT

On Remote E-Voting & Voting by Poll for Jupiter Infomedia Limited

(Pursuant to Section 108 and Section 109 of the Companies Act, 2013 and Rule 21(2) and Rule 20(3)(xi) of the Companies (Management and Administration) Rules 2014)

To

The Chairman

14<sup>th</sup> Annual General Meeting

Of Jupiter Infomedia Limited

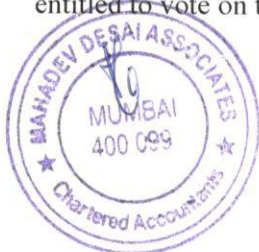
336, Laxmi Plaza, Laxmi Industrial Estate,  
New Link Road, Andheri (w),  
Mumbai 400 053.

Dear Sir,

**Sub: Combined Scrutinizer's Report for Passing Resolutions through Remote E-Voting Process and on Voting by Poll at the 14<sup>th</sup> Annual General Meeting of the Shareholders of Jupiter Infomedia Limited held on 30<sup>th</sup> September 2019, pursuant to section 108 & 109 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014 as amended.**

I, CA Mahadev Desai of Mahadev Desai Associates, Chartered Accountants, was appointed as Scrutinizer by the Board of Directors of Jupiter Infomedia Limited ('the company') pursuant to Section 108 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, as amended, for the purpose of scrutinizing e-voting process and to scrutinize physical Ballot forms received from shareholders in respect of the below mentioned resolutions passed at the 14<sup>th</sup> Annual General Meeting of the Shareholders of Jupiter Infomedia Limited held on 30<sup>th</sup> September 2019 for which we submit our report as under:

- 1) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using Ballots by shareholders on the resolutions proposed in the Notice of the 14<sup>th</sup> annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutiniser is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman on the Resolutions, based on the reports generated from the electronic voting system provided by National Security Depository System Limited (NSDL) and the report generated for voting by use of Ballots at the meeting.
- 2) In accordance with the Notice of 14<sup>th</sup> Annual General Meeting sent to shareholders, the voting through electronic means/remote e-voting started on 27<sup>th</sup> September, 2019 (9:00 a.m.) and ended on 29<sup>th</sup> September 2019 (5:00 p.m.)
- 3) The Equity shareholders holding shares as on the "cut-off" date i.e. 23<sup>rd</sup> September 2019 were entitled to vote on the proposed resolutions.



- 4) After the close of the period of e-voting, the details of members who had casted votes through e-voting, were downloaded from the e-voting website of NSDL for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at 14<sup>th</sup> AGM of the Company.
- 5) At the 14<sup>th</sup> AGM of the Company after declaration of Poll by the Chairman, one ballot box for polling was sealed in my presence with due identification mark place by me.
- 6) The locked ballot box was subsequently opened in my presence and in presence of two witnesses, and poll papers were diligently scrutinised. The poll papers were reconciled with the records maintained by M/S. Karvy Computershare Pvt. Ltd. the Registrar and Transfer Agents of the Company and the authorisations / proxies lodged with the Company.
- 7) After counting the votes casted by members at 14<sup>th</sup> AGM of the Company, through ballots, the Votes casted through remote e-voting were unblocked in presence of two witnesses, who are not in employment of the Company.
- 8) Based from reports generated from e-voting website of NSDL and voting through polling paper at 14<sup>th</sup> AGM of the Company, the consolidated results of the remote e-voting and poll are as under :

**Resolution: 1 (As ordinary Resolution)**

To receive, consider and adopt the audited financial statements (including consolidated audited financial statements) of the Company for the financial year ended March 31, 2019, along with the Reports of the Board of Directors and the Auditors thereon.

**a) Voted in favour of the Resolution:**

Type of Voting	Numbers of members voted	Number of Votes Cast (Shares)	%age of total number of valid votes cast
Ballot	13	75,15,601	100
E- Voting	11	9,87,189	100
<b>Total</b>	<b>24</b>	<b>85,02,790</b>	<b>100</b>

**b) Voted against the Resolution:**

Type of Voting	Numbers of members voted	Number of Votes Cast (Shares)	%age of total number of valid votes cast
Ballot	Nil	Nil	Nil
E- Voting	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**c) Invalid Votes**

Type of Voting	Numbers of members voted	Number of Votes Cast (Shares)	%age of total number of valid votes cast
Ballot	Nil	Nil	Nil
E- Voting	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>



**Resolution: 2 (As Special Resolution)**

To reappoint of Mrs. Manisha Modi (DIN 02057625) as Whole Time Director of the Company.

**a) Voted in favour of the Resolution:**

Type of Voting	Numbers of members voted	Number of Votes Cast (Shares)	%age of total number of valid votes cast
Ballot	13	75,15,601	100
E- Voting	11	9,87,189	100
<b>Total</b>	<b>24</b>	<b>85,02,790</b>	<b>100</b>

**b) Voted against the Resolution:**

Type of Voting	Numbers of members voted	Number of Votes Cast (Shares)	%age of total number of valid votes cast
Ballot	Nil	Nil	Nil
E- Voting	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**c) Invalid Votes**

Type of Voting	Numbers of members voted	Number of Votes Cast (Shares)	%age of total number of valid votes cast
Ballot	Nil	Nil	Nil
E- Voting	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**Resolution: 3 (As Special Resolution)**

Re-Appointment of Mr. Digesh Rambhia as an Independent Non-Executive Director of the Company.

**a) Voted in favour of the Resolution:**

Type of Voting	Numbers of members voted	Number of Votes Cast (Shares)	%age of total number of valid votes cast
Ballot	13	75,15,601	100
E- Voting	11	9,87,189	100
<b>Total</b>	<b>24</b>	<b>85,02,790</b>	<b>100</b>

**b) Voted against the Resolution:**

Type of Voting	Numbers of members voted	Number of Votes Cast (Shares)	%age of total number of valid votes cast
Ballot	Nil	Nil	Nil
E- Voting	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**c) Invalid Votes**

Type of Voting	Numbers of members voted	Number of Votes Cast (Shares)	%age of total number of valid votes cast
Ballot	Nil	Nil	Nil
E- Voting	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>





- 9) All the Resolutions as per the details given above stand passed under remote e-voting and voting conducted at AGM with the requisite majority and deemed to be passed as on the date of the AGM.
- 10) All relevant records of the electronic voting will remain in our safe custody until the Chairman considers, approve and signs the minutes of the 14<sup>th</sup> Annual General Meeting of the Company and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking you,

Yours faithfully

**For Mahadev Desai Associates**  
Chartered Accountants  
**Firm Regn. No. 105737W**



**Mahadev Desai (M. No. 41280)**  
**Proprietor**  
**Place: Mumbai**  
**Date: 1<sup>st</sup> October 2019**



## Details of Voting Results

<b>Date of the AGM</b>	30 <sup>th</sup> September, 2019
<b>Total number of shareholders on record date</b>	1014
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	4 14
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group Public:	NIL

### Agenda- wise disclosure

Resolution No. 1 required: (ORDINARY)		To receive, consider and adopt the audited financial statements (including consolidated audited financial statements) of the Company for the financial year ended March 31, 2019, along with the Reports of the Board of Directors and the Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?		NO									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of favour polled (6)=[(4)/(2)]*100	% of Votes in votes (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting		9,67,000	100.00	9,67,000	0	100.00	0			
	Poll	72,59,883	62,92,883	100.00	62,92,883	0	100.00	0			
	Total		72,59,883	100.00	72,59,883	0	100.00	0			
Public- Institutions	E-Voting		0	0	0	0	0	0			
	Poll	NIL	0	0	0	0	0	0			
	Total		0	0	0	0	0	0			
Public- Non Institutions	E-Voting		20,189	100.00	20,189	0	100.00	0			
	Poll	12,42,907	12,22,718	100.00	12,22,718	0	100.00	0			
	Total		12,42,907	100.00	12,42,907	0	100.00	0			
Total		85,02,790	85,02,790	100.00	85,02,790	0	100.00	0			

The above Resolution was passed unanimously.



Resolution No. 2 required: (SPECIAL)			To reappointment of Mrs. Manisha Modi (DIN 02057625) as Whole Time Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?			YES						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]*100	Votes on (4)	No. of Votes – against (5)	% of favour polled (6)=[(4)/(2)]*100	Votes in (7)	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	72,59,883	9,67,000	100.00	9,67,000	0	100.00	0	0
	Poll		62,92,883	100.00	62,92,883	0	100.00	0	0
	Total		72,59,883	100.00	72,59,883	0	100.00	0	0
Public- Institutions	E-Voting	NIL	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	12,42,907	20,189	100.00	20,189	0	100.00	0	0
	Poll		12,22,718	100.00	12,22,718	0	100.00	0	0
	Total		12,42,907	100.00	12,42,907	0	100.00	0	0
Total		85,02,790	85,02,790	100.00	85,02,790	0	100.00	0	0

The above Resolution was passed unanimously.

Resolution No. 3 required: (SPECIAL)			Re-Appointment of Mr. Digesh Rambhia as an Independent Non-Executive Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?			NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]*100	Votes on (4)	No. of Votes – against (5)	% of favour polled (6)=[(4)/(2)]*100	Votes in (7)	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	72,59,883	9,67,000	100.00	9,67,000	0	100.00	0	0
	Poll		62,92,883	100.00	62,92,883	0	100.00	0	0
	Total		72,59,883	100.00	72,59,883	0	100.00	0	0
Public- Institutions	E-Voting	NIL	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Total		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	12,42,907	20,189	100.00	20,189	0	100.00	0	0
	Poll		12,22,718	100.00	12,22,718	0	100.00	0	0
	Total		12,42,907	100.00	12,42,907	0	100.00	0	0
Total		85,02,790	85,02,790	100.00	85,02,790	0	100.00	0	0

The above Resolution was passed unanimously.

